

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

Case Name: SANCHEZ ENERGY CORPORATION, et al.,¹
 Case Number: 19-34508

Petition Date: August 11, 2019

Monthly Operating Report Summary for the Period Ending

Monthly Period (\$ in 000s)	8/12-8/31	Sep-19	Oct-19	Nov-19	Dec-19	Jan-20	Feb-20
Revenues (MOR-6)	23,659	33,519	33,209	34,970	-	-	-
Operating Income (MOR-6)	(3,683)	(17,227)	(11,860)	4,291	-	-	-
Net Income (Loss) (MOR-6)	(40,904)	(37,691)	(24,287)	(2,762)	-	-	-
Payments to Insiders (MOR-9)	-	158	148	173	-	-	-
Payments to Professionals (MOR-9)	-	875	5,395	900	-	-	-
Total Disbursements (Exhibit A)	154,594	183,434	229,294	177,892	181,786	256,892	-

The jointly administered Debtors are authorized to file monthly operating reports on a combined basis, and have disbursements broken down by case number on Exhibit A attached

The original of this document must be filed with the United States Bankruptcy Court

Required Insurance Maintained

As of Signature Date	Check Yes / No	Exp. Date
Excess Liability	Yes (X) No ()	4/20/2020
Worker's Compensation	Yes (X) No ()	10/1/2020
General Liability	Yes (X) No ()	4/20/2020
Auto Liability	Yes (X) No ()	4/20/2020
Other	Yes (X) No ()	Various

Are all accounts receivable being collected within terms?	Yes (X) No ()
Are all post-petition liabilities, including taxes, being paid within terms?	Yes (X) No ()
Have any pre-petition liabilities been paid?	Yes (X) No ()
If so, describe <u>Operating expenses, working interests and royalties, taxes, independent contractors, and all other such pre-petition liabilities as described and authorized for payment in the First Day Motions and Orders entered by the Court.</u>	
Are all funds received being deposited into DIP bank accounts?	Yes (X) No ()
Were any assets disposed of outside the normal course of business?	Yes () No (X)
If so, describe <u>N/A</u>	
What is the status of your Plan of Reorganization?	
In progress.	

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I certify under penalty of perjury that the following Monthly Operating Report (MOR) is true and correct to the best of my knowledge.

SIGNED X /s/ Cameron W. George
 (Original Signature)

Title: Executive Vice President and Chief Financial Officer

Cameron W. George
 (Print Name of Signatory)

2/28/2020
 Date

Notes:

1. The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: Sanchez Energy Corporation (0102); SN Palmetto, LLC (3696); SN Marquis LLC (0102); SN Cotulla Assets, LLC (0102); SN Operating, LLC (2143); SN TMS, LLC (0102); SN Catarina, LLC (0102); Rockin L Ranch Company, LLC (0102); SN EF Maverick, LLC (0102); SN Payables, LLC (0102); and SN UR Holdings, LLC (0102).
2. This document represents an abbreviated MOR including MOR-7, MOR-8, and Exhibit A. The remaining schedules will be filed in accordance with SEC reporting requirements and the full December MOR.

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Case Number:	<u>19-34508</u>		

**GLOBAL NOTES AND STATEMENTS OF LIMITATIONS AND
DISCLAIMERS REGARDING THE DEBTORS' MONTHLY OPERATING REPORT**

On August 11, 2019 (the "Petition Date"), Sanchez Energy Corporation and certain of its affiliated debtors, as debtors and debtors in possession (collectively, the "Debtors"), each commenced with the United States Bankruptcy Court for the Southern District of Texas (the "Court") a voluntary case under Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code"). The Debtors are authorized to continue operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On August 12, 2019, the Bankruptcy Court entered an order authorizing the joint administration of these cases pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure. On August 26, 2019, the United States Trustee for Region 7 (the "U.S. Trustee") appointed an official committee of unsecured creditors pursuant to section 1102(a)(1) of the Bankruptcy Code.

1. **General Methodology:** The Debtors are filing this monthly operating report (the "MOR") solely for purposes of complying with the monthly operating requirements of the Debtors' chapter 11 cases. The MOR is unaudited, limited in scope, and as such, has not been subjected to procedures that would typically be applied to financial statements in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"). The MOR should not be relied on by any persons for information relating to current or future financial condition, events, or performance of any of the Debtors or their affiliates, as the results of operations contained herein are not necessarily indicative of results that may be expected from any other period or for the full year, and may not necessarily reflect the combined results of operations, financial position, and schedule of receipts and disbursements in the future. There can be no assurance that such information is complete, and the MOR may be subject to revision. The following notes, statements, and limitations should be referred to, and referenced in connection with, any review of the MOR.
2. **Basis of Presentation:** For financial reporting purposes, the Debtors prepare consolidated financial statements, which include information for Sanchez Energy Corporation, and its Debtor and non-debtor subsidiaries. This MOR only contains financial information of the Debtors. For the purposes of MOR reporting, the accompanying Balance Sheets and Statement of Income (Loss) of the Debtors have been prepared on a condensed combined basis. The Debtors are maintaining their books and records in accordance with U.S. GAAP and the information furnished in this MOR uses the Debtors' normal accrual method of accounting. In preparing the MOR, the Debtors relied on financial data derived from their books and records that was available at the time of preparation. Nevertheless, in preparing this MOR, the Debtors made reasonable efforts to supplement the information set forth in their books and records with additional information concerning transactions that may not have been identified therein. Subsequent information or discovery may result in material changes to the MOR and errors or omissions may exist. Notwithstanding any such discovery, new information, or errors or omissions, the Debtors do not undertake any obligation or commitment to update this MOR.
3. **Reporting Period:** Unless otherwise noted herein, the MOR generally reflects the Debtors' books and records and financial activity occurring during the applicable reporting period. Except as otherwise noted, no adjustments have been made for activity occurring after the close of the reporting period.

4. **Accuracy:** The financial information disclosed herein was not prepared in accordance with federal or state securities laws or other applicable non-bankruptcy law or in lieu of complying with any periodic reporting requirements thereunder. Persons and entities trading in or otherwise purchasing, selling, or transferring the claims against or equity interests in the Debtors should evaluate this financial information in light of the purposes for which it was prepared. The Debtors are not liable for and undertake no responsibility to indicate variations from securities laws or for any evaluations of the Debtors based on this financial information or any other information.
5. **Payment of Prepetition Claims Pursuant to First Day Orders:** In August and September of 2019, the Bankruptcy Court entered orders authorizing, but not directing, the Debtors to, among other things, pay certain prepetition (a) liabilities relating to continued use of their cash management system, (b) insurance obligations, (c) payments made under the shared services agreement, (d) obligations relating to independent contractors and board members, (e) taxes, (f) operating expenses, and (g) working interests and royalties. If any payments were made on account of such claims following the commencement of these chapter 11 cases pursuant to the authority granted to the Debtors by the Bankruptcy Court under the First Day Orders, such payments have been included in this MOR unless otherwise noted.
6. **Liabilities Subject to Compromise (“LSTC”):** LSTC represent the Debtors' estimate of prepetition claims to be resolved in connection with the chapter 11 cases. As a result of the chapter 11 filings, the payment of prepetition liabilities are subject to compromise or other treatment under a plan of reorganization. The determination of how liabilities will ultimately be settled or treated cannot be made until the Bankruptcy Court approves a chapter 11 plan of reorganization. Accordingly, the ultimate amount of such liabilities is not determinable at this time. Prepetition liabilities that are subject to compromise under ASC 852 are preliminary and may be subject to, among other things, future adjustments depending on Court actions, further developments with respect to disputed claims, determinations of the secured status of certain claims, the values of any collateral securing such claims, rejection of executory contracts, continued reconciliation or other events.
7. **Reorganization Items:** ASC 852 requires expenses and income directly associated with the chapter 11 filings to be reported separately in the income statement as reorganization items. Reorganization items primarily include write-off of certain original issue discount and fees relating to debt obligations classified as LSTC, expenses related to legal advisory and representation services, expenses related to debtor in possession financing, other professional consulting and advisory services, and changes in LSTC recognized as there are changes in amounts expected to be allowed as claims. Nothing contained in this MOR shall constitute a waiver of any of the Debtors' rights or an admission with respect to their chapter 11 proceedings, including, but not limited to, matters involving objections to claims, substantive consolidation, equitable subordination, defenses, characterization or re-characterization of contracts, assumption or rejection of contracts under the provisions of chapter 3 of Title 11 of the Bankruptcy Code and/or causes of action under the provisions of chapter 5 of the Bankruptcy Code or any other relevant applicable laws to recover assets or avoid transfers.
8. **Intercompany Transactions and Balance:** Prior to the Petition Date (and subsequent to the Petition Date but only pursuant to Bankruptcy Court approval), the Debtors routinely engaged (and continue to engage) in intercompany transactions with both Debtor and non-debtor affiliates. Intercompany transactions among the Debtors have been eliminated in the financial statements contained herein. Intercompany transactions among the Debtors and the Non-Filing Entities are presented on a net balance basis.
9. **Investment in Subsidiaries:** The book basis for investment in subsidiaries is not representative of the fair value of the net assets of non-debtor subsidiaries. These balances are reflected in the Balance Sheets as a component of non-current assets.
10. **Equity in Net Earnings of Subsidiaries:** The basis for equity in net earnings of subsidiaries represents the combined current period net income or loss of the non-debtor subsidiaries. These balances are reflected on the Statement of Income (Loss) as a component of Other income (expense).

11. **Insiders:** For purposes of this MOR, the Debtors defined "insiders" pursuant to section 101(31) of the Bankruptcy Code as: (a) directors; (b) officers; (c) persons in control of the Debtors; (d) relatives of the Debtors' directors, officers, or persons in control of the Debtors; and (e) Debtor and non-Debtor affiliates of the foregoing. Moreover, the Debtors do not take a position with respect to: (a) any insider's influence over the control of the Debtors; (b) the management responsibilities or functions of any such insider; (c) the decision making or corporate authority of any such insider; or (d) whether the Debtors or any such insider could successfully argue that he or she is not an "insider" under applicable law, with respect to any theories of liability, or for any other purpose.
12. **Reservation of Rights:** The Debtors reserve all rights to amend or supplement the MOR in all respects, as may be necessary or appropriate, but shall be under no obligation to do so. Nothing contained in this MOR shall constitute a waiver of any of the Debtors' rights or an admission with respect to their chapter 11 cases.

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Cash Receipts and Disbursements for the Period Ending						
(\$ in 000s)	31-Aug-19	30-Sep-19	31-Oct-19	30-Nov-19	31-Dec-19	31-Jan-20
Cash & Cash Equivalents - Beginning	90,744	162,969	173,846	146,627	158,876	153,335
<u>Cash Receipts</u>						
Gross Production Receipts	159,451	149,721	171,500	152,619	158,092	150,329
JIB Receipts & Cash Calls	24,947	44,331	30,002	36,881	15,640	57,766
Other	56	259	573	641	2,512	459
Total Cash Receipts	184,454	194,311	202,075	190,141	176,245	208,554
<u>Cash Disbursements</u>						
Capex	(4,880)	(33,068)	(30,557)	(17,510)	(17,338)	(21,216)
Lease Operating Expense	(2,931)	(6,877)	(16,891)	(14,942)	(12,954)	(13,388)
Gathering, Marketing, Transportation	(15,715)	(15,825)	(26,375)	(23,290)	(16,383)	(24,712)
Royalties & Working Interest Payments	(120,181)	(114,319)	(111,716)	(111,689)	(113,605)	(116,690)
Production & Ad Valorem Tax	(7,123)	(6,381)	(29,832)	(6,390)	(6,129)	(20,881)
G&A / Other	(2,538)	(5,656)	(8,084)	(2,870)	(2,576)	(7,815)
Operating Cash Disbursements	(153,368)	(182,126)	(223,455)	(176,690)	(168,986)	(204,702)
Total Operating Cash Flow	31,086	12,185	(21,380)	13,451	7,259	3,852
<u>Financing and Restructuring Related Disbursements</u>						
Interest & Fees	-	(433)	(444)	(426)	(439)	(19,266)
Draw (Repayment) of Principal	-	-	-	-	-	(25,000)
Cash Collateralization of Letters of Credit	-	-	-	-	-	-
Restructuring Costs	(47)	(875)	(5,395)	(776)	(12,360)	(7,924)
Intercompany	-	-	-	-	-	-
Net Cash Flow Prior to DIP Financing	31,039	10,877	(27,219)	12,249	(5,541)	(48,338)
<u>Debt</u>						
Draw (Repayment) of DIP	41,186	-	-	-	-	-
Total Net Cash Flow	72,225	10,877	(27,219)	12,249	(5,541)	(48,338)
Ending Operating Cash Balance	162,969	173,846	146,627	158,876	153,335	104,997
Ending Restricted Cash Balance	47	47	47	47	47	47

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Cash Account Reconciliation

(\$ in 000s)

Bank	Legal Entity	Account #	Type	11-Aug-19	31-Aug-19	30-Sep-19	31-Oct-19	30-Nov-19	31-Dec-19	31-Jan-20
JP Morgan Chase Bank	Sanchez Energy Corporation	x2021 Operating		4,186	51,193	60,411	61,521	57,013	51,299	10,186
JP Morgan Chase Bank	SN Operating, LLC	x2252 Revenue/ZBA		-	-	-	-	-	-	-
JP Morgan Chase Bank	SN Operating, LLC	x2351 AP/ZBA		-	-	-	-	-	-	-
JP Morgan Chase Bank	SN Payables, LLC	x2575 AP Operating		3,642	4,081	3,552	28,964	3,643	3,341	11,606
JP Morgan Chase Bank	SN Payables, LLC	x2765 AP/ZBA		-	-	-	-	-	-	-
JP Morgan Chase Bank	SN EF Maverick, LLC	x2930 Operating		23,268	68,329	67,940	39,808	56,523	51,491	65,581
JP Morgan Chase Bank	SN EF Maverick, LLC	x3078 Revenue/ZBA		-	-	-	-	-	-	-
JP Morgan Chase Bank	SN EF Maverick, LLC	x3193 AP/ZBA		-	-	-	-	-	-	-
JP Morgan Chase Bank	SN EF Maverick, LLC	x5176 SN Marketing Activities		43	4	398	118	118	1,044	915
JP Morgan Chase Bank	SN UR Holdings, LLC	x3553 General Corporate		99	99	98	97	96	95	94
JP Morgan Chase Bank	Sanchez Energy Corporation	x1092 Money Market		-	2	2	2	2	2	2
JP Morgan Chase Bank	SN EF Maverick, LLC	x6268 Money Market		-	5	5	5	5	5	5
JP Morgan Chase Bank	SN UR Holdings, LLC	x1853 Money Market		62,431	62,473	62,514	62,550	62,580	62,611	46,641
RBC Capital Markets, LLC	SN UR Holdings, LLC	x8438 RBC Time Deposit		-	-	-	-	-	-	-
RBC Capital Markets, LLC	Sanchez Energy Corporation	x5367 RBC Time Deposit		-	-	-	-	-	-	-
RBC Capital Markets, LLC	SN UR Holdings, LLC	x9371 Security/BLACKROCK TempFund (Fund #24)		-	-	-	-	-	-	-
RBC Capital Markets, LLC	SN UR Holdings, LLC	x8627 Security/J.P. MORGAN Prime Money Market (Fund #3605)		-	-	-	-	-	-	-
RBC Capital Markets, LLC	SN UR Holdings, LLC	x1624 Security/FIDELITY Prime Money Market (Fund #2014)		-	-	-	-	-	-	-
RBC Capital Markets, LLC	SN UR Holdings, LLC	x8928 Security/FEDERATED Prime Obligations (Fund #10)		-	-	-	-	-	-	-
Total Operating Cash				93,669	186,186	194,919	193,064	179,980	169,887	135,030
JP Morgan Chase Bank	Sanchez Energy Corporation	x3178 Restricted Cash Utilities		-	47	47	47	47	47	47
Total Restricted Cash				-	47	47	47	47	47	47
Total Bank Cash				93,669	186,233	194,966	193,111	180,027	169,935	135,077
Book-To-Bank Cash Reconciliation										
Beginning Book Balance				-	90,744	162,969	173,846	146,627	158,876	153,335
(+/-) Net Book Cash Flow (MOR-7)				-	72,225	10,877	(27,219)	12,249	(5,541)	(48,338)
Ending Book Balance (MOR-2)				90,744	162,969	173,846	146,627	158,876	153,335	104,997
(+) Restricted Cash				-	47	47	47	47	47	-
(+/-) Cash In Transit, Outstanding Checks, & Other				2,925	23,217	21,073	46,437	21,104	16,552	30,080
Ending Bank Balance				93,669	186,233	194,966	193,111	180,027	169,935	135,077

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Total Disbursements by Debtor Entity for the Period Ending

(\$ in 000s)		Legal Entity Name	31-Aug-19	30-Sep-19	31-Oct-19	30-Nov-19	31-Dec-19	31-Jan-20	29-Feb-20
Debtor Case #									
19-34508	Sanchez Energy Corporation		5,960	8,812	15,988	6,454	16,920	60,827	
19-34509	SN Palmetto, LLC		-	-	-	-	-	-	
19-34510	SN Marquis LLC		-	-	-	-	-	-	
19-34511	SN Cotulla Assets, LLC		-	-	-	-	-	-	
19-34512	SN Operating, LLC		9,425	9,051	8,363	8,067	7,984	8,119	
19-34513	SN TMS, LLC		-	-	-	-	-	-	
19-34514	SN Catarina, LLC		-	-	-	-	-	-	
19-34515	Rockin L Ranch Company, LLC		-	-	-	-	-	-	
19-34516	SN EF Maverick, LLC		126,297	113,417	118,077	119,933	121,391	122,067	
19-34517	SN Payables, LLC		12,911	52,153	86,866	43,436	35,490	65,879	
19-34518	SN UR Holdings, LLC		-	1	1	1	1	1	
Total			154,594	183,434	229,294	177,892	181,786	256,892	-